

RECORDATION NO. 27705 FILED

OCT 28 '08 -2 00 PM

~~SURFACE~~ TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

October 28, 2008

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement (Equipment Schedule No. 001), dated as of September 22, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Fifth Third Bank 38 Fountain Square Plaza Cincinnati, Ohio 45263
Lessee:	Protrade Transportation Services Ltd. 77 Milford Drive #219 Hudson, OH 44236

Anne K. Quinlan, Esq.  
October 28, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

90 railcars: DREX 800 - DREX 889.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement (Equipment Schedule No. 001).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF LEASE AGREEMENT

(Equipment Schedule No. 001)

Dated as of September 22, 2008

between

FIFTH THIRD BANK,  
Lessor

and

PROTRADE TRANSPORTATION SERVICES LTD.,

Lessee

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 2008, at \_\_\_\_:\_\_\_\_.M  
Recordation Number \_\_\_\_\_

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of September ~~22~~ 2008, is made by and between PROTRADE TRANSPORTATION SERVICES LTD., an Ohio corporation ("Lessee"), and FIFTH THIRD BANK, an Ohio corporation ("Lessor").

### WITNESSETH

1. Pursuant to a Master Equipment Lease Agreement, dated June 25, 2008, together with Equipment Schedule - No. 001 dated September 22, 2008 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor the equipment as set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Base Lease Term and any Renewal Terms as defined in the Lease Agreement.

3. The Lease Agreement does not contain a hereafter acquired clause.

4. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

*[Signature page follows]*

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

FIFTH THIRD BANK

By: *Gerald Whitfield*  
Name: \_\_\_\_\_  
Title: Gerald Whitfield, VP

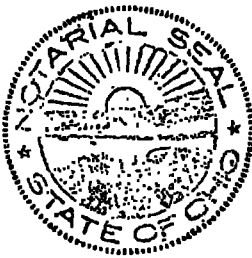
STATE OF OHIO                     )  
  ) ss.:  
COUNTY OF HAMILTON         )

On this 28<sup>th</sup> day of October, 2008, before me the subscriber personally appeared *Gerald Whitfield*, who being by me duly sworn, did depose and say: that he is a VP of FIFTH THIRD BANK the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

*Karen Waymeyer*  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

KAREN WAYMEYER  
Notary Public, State of Ohio  
My Commission Expires 11-25-2012



[Lessor signature page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessee:

PROTRADE TRANSPORTATION SERVICES LTD.

By:

Name: PETER G. PARIS

Title: TREASURER

STATE OF OHIO )

) ss.:

COUNTY OF SUMMIT )

On this 22 day of SEPTEMBER, 2008, before me the subscriber personally appeared PETER G. PARIS, who being by me duly sworn, did depose and say: that (s)he is a TREASURER of PROTRADE TRANSPORTATION SERVICES LTD., an Ohio corporation, described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Kim Sanders

NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

**KIM SANDERS, Notary Public**  
**Residence - Medina County**  
**Statewide Jurisdiction - Ohio**  
**My Commission Expires Jan. 29, 2011**



[Lessee signature page]

**EXHIBIT A**  
**EQUIPMENT DESCRIPTION**

**Lease:** Equipment Schedule No. 001 dated as of September 22, 2008 to Master Equipment Lease Agreement dated as of June 25, 2008.

**Lessor:** FIFTH THIRD BANK

**Lessee:** PROTRADE TRANSPORTATION SERVICES LTD., an Ohio corporation

**Manuf. and/or Vendor Name:**

-Everest Railcar Services, Inc. – Purchase and Sale Agreement dated 6/2/08

-Norfolk Southern Railway Company – Freight Bills

-Renovo Rail Industries, LLC – Completion Billing

**Description of Equipment:** 1981 Gondola Railcars built by Johnstown America Corporation

**Quantity:** Ninety (90) Railcars

**Car Numbers:**

DREX	800	DREX	820	DREX	840	DREX	860	DREX	880
DREX	801	DREX	821	DREX	841	DREX	861	DREX	881
DREX	802	DREX	822	DREX	842	DREX	862	DREX	882
DREX	803	DREX	823	DREX	843	DREX	863	DREX	883
DREX	804	DREX	824	DREX	844	DREX	864	DREX	884
DREX	805	DREX	825	DREX	845	DREX	865	DREX	885
DREX	806	DREX	826	DREX	846	DREX	866	DREX	886
DREX	807	DREX	827	DREX	847	DREX	867	DREX	887
DREX	808	DREX	828	DREX	848	DREX	868	DREX	888
DREX	809	DREX	829	DREX	849	DREX	869	DREX	889
DREX	810	DREX	830	DREX	850	DREX	870		
DREX	811	DREX	831	DREX	851	DREX	871		
DREX	812	DREX	832	DREX	852	DREX	872		
DREX	813	DREX	833	DREX	853	DREX	873		
DREX	814	DREX	834	DREX	854	DREX	874		
DREX	815	DREX	835	DREX	855	DREX	875		
DREX	816	DREX	836	DREX	856	DREX	876		
DREX	817	DREX	837	DREX	857	DREX	877		
DREX	818	DREX	838	DREX	858	DREX	878		
DREX	819	DREX	839	DREX	859	DREX	879		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/28/08



Robert W. Alvord